

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No.: 23-10063 (SHL)

Jointly Administered

**COMINBED MONTHLY FEE STATEMENT OF KROLL RESTRUCTURING
ADMINISTRATION LLC, AS ADMINISTRATIVE ADVISOR TO THE DEBTORS,
FOR THE PERIODS FROM MAY 1, 2023 THROUGH JUNE 30, 2023**

By this combined monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Kroll Restructuring Administration LLC (“**Kroll**”),² administrative advisor to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation and reimbursement for reasonable and necessary fees and expenses incurred for the period from May 1, 2023 through June 30, 2023 (the “**Statement Period**”). In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 101] (the “**Compensation Order**”), Kroll seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$12,297.60 and payment of \$9,838.08, which represents 80% of the total

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number (or equivalent identifier), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); and Genesis Asia Pacific Pte. Ltd.. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 250 Park Avenue South, 5th Floor, New York, NY 10003.

² Effective March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC. There has not been any change in the company’s leadership, ownership, or organizational structure.

amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the Statement, Kroll respectfully represents as follows:

Name of Professional:	Kroll Restructuring Administration LLC
Authorized to Provide Administrative Advisor Services to:	Debtors and Debtors in Possession
Date of Retention:	February 24, 2023, <i>nunc pro tunc</i> to January 19, 2023
Period for which compensation and reimbursement is sought:	May 1, 2023 through June 30, 2023
Amount of compensation sought as actual, reasonable and necessary:	\$12,297.60 ³
80% of compensation sought as actual, reasonable and necessary:	\$9,838.08
Amount of expense reimbursement sought as actual, reasonable and necessary	\$0.00
Total amount to be paid at this time:	\$9,838.08

³ In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement to which no Objection (as defined in the Compensation Order) has been served.

Prior Monthly Statements

No prior statements have been filed.

Summary of Hours Billed by Kroll Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Johnson, Craig	Director of Solicitation	7.40	\$245.00	\$1,813.00
Kesler, Stanislav	Director of Solicitation	3.40	\$245.00	\$833.00
Orchowski, Alex T	Director of Solicitation	17.00	\$245.00	\$4,165.00
Berman, Jessica G	Director	0.30	\$245.00	\$73.50
Porter, Christine C	Director	0.30	\$205.00	\$61.50
Brown, Mark M	Solicitation Consultant	14.70	\$220.00	\$3,234.00
Taatjes, Hayden S	Solicitation Consultant	23.60	\$220.00	\$5,192.00
	TOTAL	66.70		\$15,372.00⁴
	BLENDED RATE		\$230.46	

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Call Center / Credit Inquiry	1.30	\$286.00
Solicitation	65.40	\$15,086.00
TOTAL	66.70	\$15,372.00⁵

Summary of Expenses Incurred by Kroll Employee During the Statement Period

Description	Total
N/A	\$0.00
TOTAL	\$0.00

[Remainder of page intentionally left blank.]

^{4, 5} This amount has been discounted to \$12,297.60 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$184.37.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Local Bankruptcy Rules.

Background

2. On January 19, 2023 (the “**Petition Date**”), each of the Debtors commenced with the Court a voluntary case under chapter 11 the Bankruptcy Code. The Debtors are authorized to continue to operate their business and. manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases. On February 3, 2023, an official committee of unsecured creditors was appointed in these cases [Docket No. 55].

Retention of Kroll

3. On February 24, 2023, the Court entered the *Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 107] (the “**Administrative Advisor Order**”), which authorized the Debtors to employ and retain Kroll as administrative advisor *nunc pro tunc* to the Petition Date.

Relief Requested

4. Kroll submits this Statement in accordance with the Compensation Order. All services for which Kroll requests compensation were performed for, or on behalf of, the Debtors.

5. Kroll seeks (a) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$12,297.60 and payment of \$9,838.08, which represents 80% of the total amount, and (b) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

6. Kroll maintains computerized records of the time spent by employees of Kroll in connection with its role as administrative agent to the Debtors. In that regard, **Exhibit A**: (a) identifies the employee that rendered services in each task category; (b) describes each service such employee performed; (c) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (d) as applicable, sets forth the type of expenses incurred. **Exhibit B** hereto sets forth the type of expenses incurred by each Kroll employee during the Statement Period, if any. In addition, Kroll's hourly rates are set at a level designed to fairly compensate Kroll for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

Notice

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Kroll submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

9. WHEREFORE, pursuant to the Compensation Order, Kroll respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$12,297.60 and payment of \$9,838.08, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: July 20, 2023
New York, New York

Kroll Restructuring Administration LLC

/s/ Shira D. Weiner
Shira D. Weiner
Gabriel Brunswick
55 East 52nd Street, 17th Floor
New York, NY 10055
Phone: (212) 257-5450
shira.weiner@kroll.com
gabriel.brunswick@kroll.com

Administrative Advisor to the Debtors

Exhibit A

Fee Detail



Hourly Fees by Employee through May 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CHP	Porter, Christine C	DI - Director	0.30	\$205.00	\$61.50
JGB	Berman, Jessica G	DI - Director	0.30	\$245.00	\$73.50
CJ	Johnson, Craig	DS - Director of Solicitation	1.80	\$245.00	\$441.00
STK	Kesler, Stanislav	DS - Director of Solicitation	0.80	\$245.00	\$196.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	0.70	\$245.00	\$171.50
TOTAL:			3.90		\$943.50

Hourly Fees by Task Code through May 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
SOLI	Solicitation	3.90	\$943.50
TOTAL:		3.90	\$943.50

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
05/22/23	STK	DS	Review and respond to inquiry from M. Hatch (Cleary) related to solicitation mailing and process	Solicitation	0.50
05/25/23	ATO	DS	Telephone conference with R. Minott, J. Vanlare and H. Kim (Cleary) related to solicitation	Solicitation	0.70
05/25/23	CHP	DI	Teleconference with A. Orchowski, J. Berman, C. Johnson and S. Kesler (Kroll); K. Hoori, J. VanLare and R. Minott (CGSH); and P. Kinealy (A&M) re proposed solicitation timetable and procedures	Solicitation	0.30
05/25/23	CJ	DS	Teleconference with A. Orchowski, J. Berman, C. Porter and S. Kesler (Kroll), K. Hoori, J. VanLare and R. Minott (CGSH) and P. Kinealy (A&M) re proposed solicitation timetable and procedures	Solicitation	0.30
05/25/23	CJ	DS	Review proposed solicitation timetable in preparation for call with CGSH and A&M	Solicitation	0.40
05/25/23	CJ	DS	Research potential solicitation mechanics in preparation for call with CGSH and A&M	Solicitation	1.10
05/25/23	JGB	DI	Teleconference with C. Johnson, A. Orchowski, C. Porter and S. Kesler (Kroll); K. Hoori, J. VanLare and R. Minott (CGSH); and P. Kinealy (A&M) re proposed solicitation timetable and procedures	Solicitation	0.30
05/25/23	STK	DS	Teleconference with A. Orchowski, J. Berman, C. Porter and C. Johnson (Kroll); K. Hoori, J. VanLare and R. Minott (CGSH); and P. Kinealy (A&M) re proposed solicitation timetable and procedures	Solicitation	0.30
Total Hours					3.90



Hourly Fees by Employee through June 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MMB	Brown, Mark M	SA - Solicitation Consultant	14.70	\$220.00	\$3,234.00
HST	Taatjes, Hayden S	SA - Solicitation Consultant	23.60	\$220.00	\$5,192.00
CJ	Johnson, Craig	DS - Director of Solicitation	5.60	\$245.00	\$1,372.00
STK	Kesler, Stanislav	DS - Director of Solicitation	2.60	\$245.00	\$637.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	16.30	\$245.00	\$3,993.50
TOTAL:			62.80		\$14,428.50

Hourly Fees by Task Code through June 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Credit Inquiry	1.30	\$286.00
SOLI	Solicitation	61.50	\$14,142.50
TOTAL:		62.80	\$14,428.50

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
06/01/23	CJ	DS	Research solicitation and tabulation issues in preparation for upcoming solicitation	Solicitation	1.10
06/01/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
06/02/23	STK	DS	Review disclosure statement for upcoming solicitation	Solicitation	0.50
06/04/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.00
06/05/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	3.00
06/05/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	2.90
06/05/23	STK	DS	Review disclosure statement for upcoming solicitation	Solicitation	0.80
06/06/23	STK	DS	Review disclosure statement motion and accompanying solicitation materials for upcoming solicitation	Solicitation	0.60
06/07/23	CJ	DS	Review and revise draft solicitation procedures motion	Solicitation	2.30
06/07/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.90
06/07/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	3.70
06/07/23	STK	DS	Review disclosure statement motion and accompanying solicitation materials for upcoming solicitation	Solicitation	0.30
06/08/23	ATO	DS	Confer with R. Lim and J. Hughes (Kroll) regarding the upcoming solicitation	Solicitation	0.60
06/08/23	ATO	DS	Respond to inquiries from A. Dinwiddie (Hughes Hubbard) related to solicitation	Solicitation	0.50
06/08/23	ATO	DS	Review and analyze the draft disclosure statement motion and exhibits in preparation for solicitation	Solicitation	1.20
06/09/23	ATO	DS	Confer with R. Lim and J. Hughes (Kroll) regarding the upcoming solicitation	Solicitation	0.50
06/09/23	ATO	DS	Respond to inquiries from A. Dinwiddie (Hughes Hubbard) related to solicitation	Solicitation	0.30
06/09/23	STK	DS	Review disclosure statement motion and accompanying solicitation materials for upcoming solicitation	Solicitation	0.40
06/12/23	ATO	DS	Review and analyze the draft disclosure statement in preparation for solicitation	Solicitation	1.50
06/12/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.20
06/13/23	ATO	DS	Confer with R. Minott (Cleary Gottlieb) related to the draft solicitation procedures motion	Solicitation	0.20
06/13/23	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Credit Inquiry	1.30

Genesis Global Holdco, LLC

Page 3

Invoice #: 21614

06/13/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	0.80
06/14/23	CJ	DS	Research unique solicitation and tabulation issues presented in this matter	Solicitation	2.20
06/14/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	2.60
06/15/23	ATO	DS	Review and analyze the draft disclosure statement motion and solicitation procedures in preparation for solicitation	Solicitation	2.60
06/15/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.40
06/15/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	3.10
06/16/23	ATO	DS	Review and analyze the draft disclosure statement motion and solicitation procedures in preparation for solicitation	Solicitation	0.70
06/16/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
06/23/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.90
06/27/23	ATO	DS	Confer with R. Minott (Cleary) regarding the draft disclosure statement motion	Solicitation	0.30
06/27/23	ATO	DS	Review and analyze draft disclosure statement motion and accompanying exhibits in preparation for solicitation	Solicitation	4.10
06/27/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.60
06/27/23	MMB	SA	Review correspondence with A. Orchowski (Kroll) and R. Minott (Cleary) related to solicitation	Solicitation	0.10
06/28/23	ATO	DS	Confer with R. Minott (Cleary) regarding the draft disclosure statement motion	Solicitation	0.30
06/28/23	ATO	DS	Respond to inquiries from R. Minott (Cleary) related to solicitation	Solicitation	2.30
06/28/23	ATO	DS	Review and analyze draft disclosure statement motion and accompanying exhibits in preparation for solicitation	Solicitation	1.20
06/28/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	3.00
06/29/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.80
06/29/23	MMB	SA	Review correspondence with A. Orchowski and H. Taatjes (Kroll) and R. Minott (Cleary) related to solicitation	Solicitation	0.20
06/30/23	HST	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	1.20
06/30/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.60
Total Hours					62.80

Exhibit B

Detail of Expenses Incurred by Kroll Employees During the Statement Period

Employee Name	Date	Expense Type	Amount
N/A			\$0.00
TOTAL			\$0.00